

RECORDATION NO. 7419 Filed & Recd  
NOV 1 1974 - 3 22 PM  
INTERSTATE COMMERCE COMMISSION

Executed in 5 counterparts of  
which this is counterpart No. /

AMENDMENT TO EQUIPMENT TRUST AGREEMENT,  
DATED AS OF FEBRUARY 1, 1974, BETWEEN  
CHEMICAL BANK, TRUSTEE, AND UNION PACIFIC  
RAILROAD COMPANY

This AMENDATORY AGREEMENT, dated as of October 30, 1974, between CHEMICAL BANK, a New York corporation, as Trustee (hereinafter called the Trustee), and UNION PACIFIC RAILROAD COMPANY, a Utah corporation (hereinafter called the Company):

WITNESSETH:

WHEREAS, the Trustee and the Company have heretofore entered into an Equipment Trust Agreement, dated as of February 1, 1974 (hereinafter called the Agreement), which was filed and recorded pursuant to Section 20c of the Interstate Commerce Act on March 4, 1974, and assigned Recordation No. 7419, and a Letter Agreement, dated April 25, 1974, supplementing the Agreement, which was filed and recorded pursuant to Section 20c of the Interstate Commerce Act, on May 22, 1974, and assigned Recordation No. 7419-A; and

WHEREAS, Section 8.4 of the Agreement provides that the Company and the Trustee may, in the event that no Equipment Trust Certificates have been issued or are outstanding under the Agreement, amend, supplement or delete any of the provisions of the Agreement; and

WHEREAS, no Equipment Trust Certificates have been issued or are outstanding under the Agreement as of the date hereof, and the Company and the Trustee desire to execute and

deliver this Amendatory Agreement, for the purpose of amending, supplementing or deleting certain provisions of the Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties hereto agree that certain provisions of the Agreement be and they hereby are amended, supplemented, or deleted as hereinbelow set forth:

(i) the third paragraph of Section 2.2 of the Agreement is hereby deleted therefrom and a new third paragraph is hereby added thereto, such new third paragraph to provide:

"The due date of each Trust Certificate shall appear upon its face. Fully registered Trust Certificates shall be dated as of August 1, 1974, or, if issued on or after February 1, 1975, as of the dividend payment date to which dividends shall have been paid, next preceding or coinciding with the date of issue, whichever is later, or if no dividends shall have been paid, as of August 1, 1974, and shall entitle the registered holder to dividends from the date thereof. The Trust Certificates with dividend warrants shall be dated as of August 1, 1974, and shall bear dividends from such date"; and

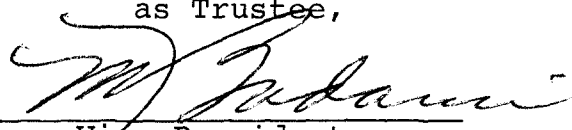
(ii) the February 1, 1974 date referred to in the fourth line from the bottom of page 6 of the Agreement and in the fifth line from the top of page 9 of the Agreement is hereby changed to August 1, 1974, in order to conform with the foregoing

amendment to Section 2.2 of the Agreement.

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their officers thereunto duly authorized and their corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

CHEMICAL BANK,  
as Trustee,

By

  
Vice President

[SEAL]

ATTEST:

  
Assistant Secretary

UNION PACIFIC RAILROAD COMPANY,

By

  
Vice President-Finance

[SEAL]

ATTEST:

  
Secretary

STATE OF NEW YORK ]  
COUNTY OF NEW YORK ] ss.

On this 31st day of October, 1974, before me personally appeared M. F. Badami, to me known, who, being by me duly sworn, says that he is a Vice President of CHEMICAL BANK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

STATE OF NEW YORK ]  
COUNTY OF NEW YORK ] ss.:

Notary Public

**JOHN L. BERVAR**  
Notary Public, State of New York  
No. 41-5303890  
Qualified in Queens County,  
Certificate filed in New York County  
Commission Expires March 30, 1996

On this 30th day of October, 1974, before me personally appeared WILLIAM F. SURETTE, to me personally known, who, being by me duly sworn, says that he is Vice President-Finance of UNION PACIFIC RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of the said corporation that said instrument was signed and sealed on behalf of the said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

KENDOR P. JONE  
Notary Public, State of New York  
No. 31-7115525  
Notary Public Qualified in New York City